



# BYLAWS OF THE PAPER AND PACKAGING BOARD

## 6/23/2015

### ARTICLE I NAME

**SECTION 1.** The Paper and Packaging Board (“Board”) was established pursuant to the Paper and Paper-based Packaging Promotion, Research and Information Order (“Order”), 7 CFR Part 1222, and the Commodity Promotion, Research, and Information Act of 1996 (“Act”), 7 U.S.C. 7411-7425.

### ARTICLE II PURPOSE AND OBJECTIVES

**SECTION 1.** The purpose of the Board is to carry out an effective program of promotion, research, and information for paper and paper-based packaging under the Act and the Order to maintain and expand markets for paper and paper-based packaging.

### ARTICLE III PRINCIPAL PLACE OF BUSINESS

**SECTION 1.** The Board’s principal place of business shall be in McLean, Virginia, or such other location as shall be determined by the Board.

### ARTICLE IV OFFICERS

**SECTION 1.** The Board’s Officers shall consist of a Chairperson, a Vice-Chairperson and a Secretary/Treasurer.

**SECTION 2.** The Officers and the At-Large member of the Executive Committee shall be elected annually by the Board and shall serve until their successors have been elected.

**SECTION 3.** In the event of death, resignation, or disqualification of the Chairperson, the Vice-Chairperson shall become the new Chairperson, the Secretary/Treasurer shall become the Vice-Chairperson, and a new Secretary/Treasurer shall be elected by the Board members. If the departing member is the Vice-Chairperson, the Secretary/Treasurer shall become the new Vice-Chairperson and a Secretary/Treasurer shall be elected by the Board members. If the departing member is the Secretary/Treasurer, a new Secretary/Treasurer shall be elected by the Board members.

### ARTICLE V OFFICER RESPONSIBILITIES

**SECTION 1.** The Chairperson’s duties shall be to: (a) preside at all Board meetings; (b) call special Board meetings when deemed necessary; and (c) have general supervision of Board affairs and perform all acts and duties usually incidental to and required of a presiding officer.



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**SECTION 2.** The Vice-Chairperson's primary duty shall be to act in the place of the Chairperson in the Chairperson's absence or disqualification, or at the Chairperson's direction.

**SECTION 3.** The Secretary/Treasurer shall be responsible for: (a) ensuring complete records of the proceedings at all Board meetings; (b) attestation to all papers, documents, and other instruments on behalf of the Board; (c) custody of all funds and property belonging to or under control of the Board; (d) maintenance of regular books of account under the direction of the Board; (e) depositing of all funds of the Board, or under its control, in an approved bank or banks designated by the Board; (f) adherence to the AMS policies on investment, security, and collateralization of public monies; (g) submission to the Board and the USDA Secretary on a quarterly basis, or as requested by the Board or the Secretary, of a financial report that shall include: (1) a balance sheet, (2) an income statement, and (3) an expense budget showing expenditures during the time period covered by the report, year-to-date expenditures, and the unexpended budget; (h) serving as purchasing agent for the Board; and (i) serving as custodian of all insurance policies, and any fidelity bonds covering Board officers, staff and agents. All financial transactions shall be conducted in accordance with any cash management and investment policies established by the Board or required by USDA. The Secretary/Treasurer shall act in the place of the Chairperson and Vice-Chairpersons in their absence. The Secretary/Treasurer may delegate such duties to the program staff as necessary.

**SECTION 4.** The Officers shall carry out the Board's responsibilities and exercise supervisory oversight relating to all plans, operations and functions of the Board and establish policies and objectives in accordance with Board directives. The Officers will ensure that all Board activities comply with the Act, Order, AMS Guidelines, and Bylaws. In no case may a board member serve more than two one-year terms in any Officer position.

## **ARTICLE VI** **STAFF AND THEIR DUTIES**

**SECTION 1.** The Board shall appoint, employ, or contract for the services of such person or persons as it deems necessary to effectuate the terms and provisions of the Order, and to determine the compensation and specify the duties of such persons.

**SECTION 2.** Any person appointed, employed or engaged by the Board shall be subject to removal or suspension by the Board at any time. No officer, member, consultant, employee or agent of the Board shall have the authority to commit the Board unless such authority has been duly delegated.

## **ARTICLE VII** **BOARD MEMBERS AND BOARD MEETINGS**

**SECTION 1.** The Board shall be composed of 12 members appointed by the Secretary of Agriculture in accordance with the Act and Order.



**SECTION 2.** Board members shall serve for a term of three years or until the Secretary selects a successor. Each term begins on January 1 and ends on December 31. No member may serve more than two full consecutive three-year terms, except for the terms of the initial board members, which shall be staggered for two, three and four years.

**SECTION 3.** The Board shall meet no less than annually.

**SECTION 4.** Other meetings of the Board may be held whenever called by the Chairperson, or by the Vice-Chairperson or the Secretary/Treasurer acting in the Chairperson's stead, or by joint call of a majority of the Board members. Any and all business coming before the Board may be transacted at such meetings.

**SECTION 5.** A majority of Board members shall constitute a quorum for all meetings, as specified in the Order.

**SECTION 6.** Meetings may be held at locations for the convenience of the Board members or for enhancement of relations with the industry or program participants.

**SECTION 7.** Notice of all meetings shall be mailed, e-mailed, or faxed to each member of the Board. Such notice will be made at least twenty (20) calendar days prior to the meeting date. In case of an emergency, all possible advance notice will be given by fastest practical means of delivery without regard to the twenty (20) day requirement. The Secretary of Agriculture shall be given the same notice as members.

## **ARTICLE VIII** **VOTING PROCEDURES**

**SECTION 1.** At an assembled meeting, the Board may take action if supported by a majority of the members (unless the matter requires a 2/3 vote under the Order). Each member shall have one vote. No alternates or proxy voting are allowed.

**SECTION 2.** In lieu of voting at an assembled meeting, and when in the opinion of the Chairperson such action is necessary, the Board may take action if supported by a majority of the members (unless the matter requires a 2/3 vote under the Order) by mail, telephone, electronic mail, facsimile, or any other means of communication. In such event, all members and the Secretary of Agriculture must be notified, and all members shall be provided the opportunity to vote. Any action so taken shall have the force and effect as though such action had been taken at an assembled meeting. All such votes shall be recorded in Board minutes.

**SECTION 3.** As provided by Section 1222.44(b) of the Order, recommendations by the Board to change the assessment rate or to adopt a budget require affirmation by 2/3 of the total number of Board members.

**SECTION 4.** The Board of Directors may delegate authority to the Executive Committee to make decisions needed between meetings of the Board, and the Executive Committee shall provide a report to the Board at the next meeting.



## **ARTICLE IX** **COMMITTEES**

**SECTION 1.** The Chairperson shall appoint the members and chairpersons of standing and ad hoc committees. Committees may include persons other than Board members, as long as Board members or their representatives constitute a majority of the members of all committees and subcommittees. The Chairperson shall appoint the members and chairpersons of working groups, which need not include Board members.

**SECTION 2.** Each Board committee and working group shall meet at the call of the committee or working group chairperson. No committee or working group, or any member thereof, shall have the authority to obligate the Board unless the Board has specifically delegated such authority.

**SECTION 3.** The Executive Committee shall be made up of the Chairperson, Vice Chairperson, Secretary/Treasurer, and one At-Large member. The Executive Director shall be an ex officio non-voting member of the Executive Committee, but the Executive Director shall not be counted when determining whether a quorum is present for any meeting of the Executive Committee.

## **ARTICLE X** **INSURANCE**

**SECTION 1.** The Board shall purchase and maintain insurance on behalf of any person who is or was a director, officer, staff, or agent of the Board, or is or was serving at the request of the Board as a director, officer, staff, or agent of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against them and incurred by them in any such capacity, or arising out of their status as such, whether or not the Board would have the power to indemnify them against such liability. The Board also shall obtain insurance for employee misconduct (crime). Other insurance may be obtained as necessary.

## **ARTICLE XI** **PERSONAL LIABILITY**

**SECTION 1.** No Board member or program staff shall be held personally responsible, either individually or jointly with others, in any way whatsoever, to any person for errors in judgment, mistakes, or other acts of either commission or omission of such member or employee, except for acts of dishonesty or willful misconduct.

## **ARTICLE XII** **INDEMNIFICATION**

**SECTION 1.** The Board shall indemnify any director, officer or employee of the Board against claims of individual liability arising from activities they have performed on behalf of the Paper and Packaging Board and protect them from any loss for any action or omission taken in good faith on behalf of the Board. In no case shall the board indemnify any person for actions involving willful misconduct or dishonesty.



**ARTICLE XIII**  
**PROCEDURE AND TRANSACTION OF BUSINESS**

**SECTION 1.** The Board shall be governed in its deliberations and in the transaction of business by these Bylaws and the provisions of the Order and the Act. Any matter of procedure not covered by these Bylaws shall be governed by Robert's Rules of Order.

**ARTICLE XIV**  
**EXPENSES**

**SECTION 1.** Board members, committee members, or staff or contractors, when acting on authorized business, shall be reimbursed for necessary and reasonable expenses incurred by them in the performance of their duties, upon request, as set forth in the Board's Travel Expense Policy.

**SECTION 2.** The Executive will approve all staff, contractor, member, committee member, and vendor expenses. The Chairperson will approve the Executive expenses, and may delegate that responsibility to the Secretary/Treasurer.

**ARTICLE XV**  
**AMENDMENTS**

**SECTION 1.** The Board may amend these Bylaws at any Board meeting by an affirmative vote of a majority of its members.

**SECTION 2.** All Board members and the Secretary of Agriculture shall be notified at least twenty (20) calendar days in advance that an amendment will be considered.

**ARTICLE XVI**  
**EFFECTIVE DATE**

**SECTION 1.** These Bylaws and any amendments thereto shall become effective immediately upon adoption by the Board with the approval of the Secretary of Agriculture.